

ABSTRACT

Protection of minority shareholders after the recodification of Czech private law

This thesis is concerned with the instruments designated for protection of minority shareholders, their reasons and aims. The thesis critically assesses Czech legislation concerning the protection of minority shareholders, with the focus on new instruments and interpretation ambiguities and having regard to the opinions of professional public. After assessing the opinions of professional public, the author presents his own view on interpretation ambiguities.

The thesis is systematically divided into seven chapters.

Chapter One includes general terminology definitions. Terms shareholder, Czech public limited company, minority shareholder and qualified shareholder are explained. The term of protection of minority shareholders is explained here as well.

Chapter Two includes general summary of the legislation concerned with protection of minority shareholders. The chapter divided according to the individual legal areas containing the protection. It includes complex outline of minority shareholder rights, with regard to their reasons and aims.

Chapter Three includes detailed view and justification of use of correspondence voting, the instrument of attendance of general meetings by technological means, and cumulative voting. Special attention is paid to the new instrument of cumulative voting and its legal regulation.

Chapter Four defines derivative claim, as a mean to reimburse minority shareholders' reflective loss. The Chapter is subdivided into six parts with regard to individual aspect of the claim. The fourth part, building on the option to file the claim, includes a part concerned with the settlement contract and its limits.

Chapter Five is concerned with the new option to file a claim for reflective loss and compares it to its legal regulation in Great Britain and Germany.

Chapter Seven summarises the previous chapters and conclusions made in them.